

A fee of \$13.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to the person presenting this letter.

Ms. Noreta R. McGee
April 3, 1989
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A short summary of the document to appear in the index follows:

1. Supplement No. 1 to Schedule A, dated as of March 28, 1989, between Morgan Guaranty Trust Company of New York, trustee, and Brae Transportation, Inc. (formerly BRAE Corporation), vendor, covering railcars marked as stated in the document.

Very truly yours,



Robert J. Corber

RJC:smg
Enclosures as stated

Interstate Commerce Commission
Washington, D.C. 20423

4.6.89

OFFICE OF THE SECRETARY

Robert J. Corber
Attorney
Steptoe & Johnson
1330 Conn. Avenue N.W.
Washington, D.C. 20036

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4.3.89 at 3:55pm, and assigned recordation number(s). 9875-JJ

Sincerely yours,

Narta L. McEneaney
Secretary

Enclosure(s)

**SUPPLEMENT NO. 1
TO SCHEDULE A**
(To Equipment Trust dated November 1, 1978)

RECORDATION NO

2875-99
FILED 1425

APR 3 1989 -3 55 PM

INTERSTATE COMMERCE COMMISSION

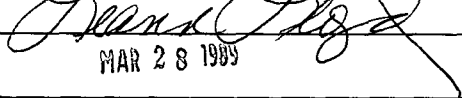
This Supplement No. 1 shall be attached to and forms part of the Equipment Trust dated as of November 1, 1978 between Morgan Guaranty Trust Company of New York, ("Trustee") and BRAE Transportation, Inc., formerly BRAE Corporation ("Company").

<u>Lessee</u>	<u># of Boxcars</u>	<u>Date of Leases</u>	<u>Term</u>	<u>Car Markings & Car Numbers</u>
Ashley, Drew & Northern Railway Co.	275 XP	06/23/78	15 years	ADN 5600-5899
Ashley, Drew & Northern Railway Co.	208 XP	12/31/87	2 years	ADN 9400-9699
Burlington Northern Railroad Company	176 XM	05/01/86	5 years	BN 223392-223647
Gloster Southern Railroad Company	53 XM	07/31/86	5 year	GLSR 1600-1653
The Northern Vermont Corporation	45 XM	01/17/89	4 years	LVRC 5182-5411
Mississippi & Skuna Valley Railroad Co.	26 FB	07/12/79	15 years	MSV 435-484
Little Rock & Western Railway Corporation	10 XM	01/01/89	9 years	LRWN 1141-1150
Port of Tillabrook Bay Railroad	2 XP	03/08/78	15 years	POTB 0116,0130
Texas, Oklahoma & Eastern Railroad Co.	209 XM	11/01/84	10 years	TOE 5100-5549
Texas, Oklahoma & Eastern Railroad Co.	15 XP	05/20/87	10 years	TOE 6025-6039
Texas, Oklahoma & Eastern Railroad Co.	28 XP	10/22/87	2 years	TOE 7100-7127
Greenbrier Leasing Corporation	24 FB	05/13/86	4 years	WCRC 1001-1098 ✓

**SUPPLEMENT NO. 1
TO SCHEDULE A (Cont)**
(To Equipment Trust dated November 1, 1978)

<u>Lessee</u>	<u># of Boxcars</u>	<u>Date of Leases</u>	<u>Term</u>	<u>Car Markings & Car Numbers</u>
Oregon, Pacific & Eastern Railroad Co.	24 XM	03/27/78	15 years	OPE 015112-015192
TOTAL CARS	<u>1,095</u>			

BRAE TRANSPORTATION, INC.

By: 
MAR 28 1989
Title: ASSISTANT VICE PRESIDENT
Date: _____

STATE OF CALIFORNIA

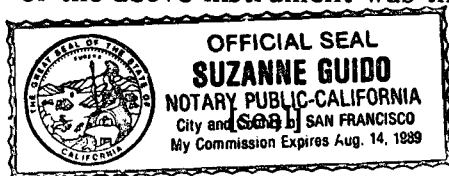
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) ss.

COUNTY OF SAN FRANCISCO

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On this 28 day of March, in the year 1989, before me personally appeared Leann Lloyd, to me personally known, who, being by me duly sworn, did depose and say that she is the Assistant Vice President of BRAE Transportation, Inc., the corporation which executed the above instrument, that she signed her name to the above instrument by authority of the Board of Directors of said corporation, and that she acknowledged that the execution of the above instrument was the free act and deed of such corporation.



Suzanne Guido
Notary Public

My commission expires:

8/14/89